

KEYNOTE

Ref# YKM/TO/Let/Ps(05)

April 18, 2018

BSE Ltd.

Corporate Relation Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

000292

Dear Sir,

Reg: Open Offer to the Public Equity Shareholders of YKM Industries Limited (“YKM”/“Target Company”) [Scrip Code: 531260]

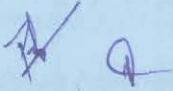
This is in furtherance with the captioned subject wherein we have filed the Public Announcement with your esteemed Stock Exchange vide our letter no. YKM/TO/Let/Ps(01) dated April 11, 2018.

We wish to inform you that “**Detailed Public Statement (DPS)**” in terms of Regulation 14(3) of SEBI (SAST) Regulations, 2011, has been published in Business Standard (English National Daily), Business Standard (Hindi National Daily), Makkal Kural – Chennai (Regional Language Daily at the place of the registered office of the Target Company and Navshakti - Mumbai (Regional Language Daily at the place of Stock Exchange where the maximum volume of trading in equity shares of Target Company are recorded). We are enclosing herewith a copy of DPS as published in the newspapers in terms of Regulation 14(4) of the SEBI (SAST) Regulations, 2011.

Should you require any further information we shall be pleased to furnish the same.

Thanking you and assuring you of our best co-operation at all times.

Yours Sincerely,
For **KEYNOTE CORPORATE SERVICES LTD.**


Uday S. Patil
Director – Investment Banking

Encl : a/a



Keynote Corporate Services Limited

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
Tel.: 91 22 3026 6000 • Fax: 91 22 3026 6088 Email: info@keynoteindia.net • Website: www.keynoteindia.net
CIN-L67120MH1993PLC072407

YKM INDUSTRIES LIMITED

IN TERMS OF REGULATION 13(4), 14(3) AND 15(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AND SUBSEQUENT AMMENDMENTS THERETO

CIN: L05001TN1994PLC028263 ;

Registered Office: 4, Jayalakshimpuram, First Street, Nungambakkam, Chennai, Tamil Nadu - 600034; Tel No: 044-52113810, 52113820, 30908214; Fax No: 044-28212494;

Email Id: ykmindustriestlimited@gmail.com; Contact Person: D. Sadasivam - Company Secretary; Website: www.ykmindustries.com

Particulars	As on March	As on December
	31, 2017	31, 2017
Book Value (per equity share)	₹ 10.23/-	₹ 10.11
Return on Networth	N.A.*	N.A.*
Trading Multiple	N.A.*	N.A.*

*The company has made losses for the referred period and hence the same is not applicable

- d) In view of the above parameters, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of ₹ 13/- (Rupees Thirteen only) per equity share being the highest price of above is justified.
- e) There has been no corporate action in the Target Company warranting adjustment of relevant price parameters.
- f) As on date of this DPS, there has been no revision in the Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirer shall comply with Regulation 18(4) and 18(5) of the SEBI (SAST) Regulations, 2011, which are required to be fulfilled for the said revision in the Offer Price or Offer Size.
- g) If the Acquirers agree or agree to acquire any Equity Shares or voting rights in the Target Company during the offer period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price shall stand revised to the highest price paid or payable for any such acquisition in terms of Regulation 8(B) of SEBI (SAST) Regulations, 2011. Provided that no such acquisition shall be made after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period.
- h) If the Acquirers acquire Equity Shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirers shall pay a difference between the highest acquisition price and the Offer Price, to all Public Equity Shareholders whose shares have been accepted in the Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under an Open Offer under the SEBI (SAST) Regulations, 2011, or pursuant to Delisting Regulations, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.
- i) If there is any revision in the Offer Price on account of future purchases/competing offers, such revision will be done only up to the period prior to three (3) working days before the commencement of the tendering period of this Open Offer in accordance with Regulation 18(4) and Regulation 18(5) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirers shall (i) make corresponding increases to the escrow amounts; (ii) make a public announcement in the same newspapers in which DPS has been published; and (iii) simultaneously with the issue of such announcement, inform SEBI, BSE Limited and the Target Company at its registered office of such revision. The revised Offer Price would be paid to all the Public Shareholders whose Equity Shares are accepted under the Open Offer.

V. FINANCIAL ARRANGEMENTS

- Assuming full acceptance, the maximum consideration payable under this Offer shall be ₹15,175,862/- (Rupees One Crore Fifty One Lakhs Seventy Five Thousand Eight Hundred and Sixty two only).
- As a security for the performance of its obligations under Regulation 17 of the SAST Regulations, the Acquirers have opened an Escrow Account (the "Escrow Account") with Kotak Mahindra Bank Limited having its branch office at Mittal court Nariman Point, Mumbai and registered office at 2nd Floor, 27BKC, Plot No. C-27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai-400 051 (hereinafter referred to as the "Escrow Bank") in the name and style "Escrow Account - YKM Industries Ltd. - Open Offer" and has deposited an amount of ₹ 37,93,970/- (Rupees Thirty Seven Lakhs Ninety Three Thousand Nine Hundred and Seventy only) being 25% of the consideration payable under this Offer (assuming full acceptance).
- The Acquirers have empowered the Manager to the Offer to realize the value of the aforesaid Escrow Account in terms of the Regulation 17 of SEBI (SAST) Regulations.
- In case of any upward revision in the Offer Price or the size of this Offer, the value in cash of the Escrow Amount shall be computed on the revised consideration calculated at such revised offer price or offer size and any additional amounts required will be funded by the Acquirers, prior to effecting such revision, in terms of Regulation 17(2) of the Takeover Regulations.
- The Acquirers have adequate and firm financial arrangements to implement the Offer in accordance with the Regulations. The Open Offer obligations shall be met by the Acquirers through Internal sources and no borrowings from any bank and/or financial institutions are envisaged.
- Mr. Vinod (membership no. 214143), Proprietary, Chartered Accountants, having his office situated at 26/45, Aspiran Garden, 1st Street, Kilapaik Garden, Chennai - 600010, Mob. No.: 9841727642; vide his certificate dated March 16, 2018 has certified that Anil Jain, Dimple Jain and Ugam Devi Jain have adequate financial resources as on December 31, 2017 to fulfill all the obligations under SEBI (SAST) Regulations.
- Mr. S.M.Manish Bhurath Chartered Accountant (Membership No.: 228297) having his office situated 97/C, Melpadai Muthu Naicken Street, Nangambakkam, Chennai - 600 034; Mob. No.: +91 98415 50108. Email Id: manish_1687@yahoo.com has certified that Anil Jain, Dimple Jain and Ugam Devi Jain have adequate financial resources as on December 31, 2017 to fulfill all the obligations under SEBI (SAST) Regulations.
- Based on the aforesaid financial arrangements and on the confirmation received from the Escrow Banker and the certificate received from Chartered Accountant, the Manager to the Offer is satisfied about the ability of the Acquirers to implement the Offer in accordance with the SEBI (SAST) Regulations, 2011. The Manager to the Offer confirms that the firm arrangement for the funds and money for payment through verifiable means are in place to fulfill the Offer obligation.

VI. STATUTORY AND OTHER APPROVALS

- A. As on date of this DPS, to the best of the knowledge of the Acquirers, there are no statutory or other approvals required to complete this Offer. If any statutory approvals are required or become applicable prior to completion of the Offer, the Offer will be subject to the receipt of such statutory approvals. The Acquirer will not proceed with the Offer in the event that such statutory approvals becoming applicable prior to completion of the Offer are refused in terms of Regulation 23 (1) of SEBI (SAST) Regulations, 2011. In the event of withdrawal, the Acquirer (through manager to the offer) shall within 2 Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of SEBI (SAST) Regulations, 2011.
- B. Non-Resident Indians ("NRIs") and Overseas Corporate Bodies ("OCBs") holders of Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them pursuant to the Offer (including without limitation, the approval from the Reserve Bank of India ("RBI") or the Foreign Investment Promotion Board ("FIPB")) and submit such approvals, along with the other documents required in terms of the Letter of Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, Foreign Portfolio Investors ("FPIs"), Qualified Foreign Investors ("QFIs") and Foreign Institutional Investors ("FIIs")) required any approvals (including from the RBI or the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit the previous approvals that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them pursuant to the Offer, along with the other documents required to be tendered to accept the Offer. In the event such approvals are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in the Offer.
- C. Where any statutory approval extends to some but not all of the Eligible Shareholders, the Acquirers shall have the option to make payment to such Eligible Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.
- D. Subject to the receipt of statutory and other approvals, if any, the Acquirers shall complete all procedures relating to payment of consideration under this Offer within 10 working days from the date of expiry of the tendering period to those Eligible Shareholders whose share certificates and/or other documents are found valid and are in order and are accepted for acquisition by the Acquirers.
- E. In terms of Regulation 18(11) of the SEBI (SAST) Regulations, the Acquirers shall be responsible to pursue all statutory approvals required by the Acquirers in order to complete the Open Offer without any default, neglect or delay, including RBI approval under FEMA regulations for shares tendered by non-resident shareholders.
- F. In case of delay in receipt of any statutory approval, the SEBI may, if satisfied that delayed receipt of the requisite approvals was not due to any willful default or neglect of the Acquirers or the failure of the Acquirers to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirers agreeing to pay interest to the Eligible Shareholders as directed by the SEBI, in terms of Regulation 18(11) of the SEBI (SAST) Regulations.
- G. The Acquirers will have the right not to proceed with the Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations. In the event of withdrawal of the Offer, a public announcement will be made (through the Manager to the Offer) stating the grounds and reasons for the withdrawal of the Offer in accordance with Regulation 23(2) of the SEBI (SAST) Regulations, within two working days of such withdrawal in the same newspapers in which the DPS has been published and such public announcement will also be sent to the Stock Exchanges, SEBI and the Target Company at its registered office.

VII. TENTATIVE SCHEDULE OF ACTIVITY

Activity	Day and Date
Issue of Public Announcement (PA)	Wednesday, April 11, 2018
Publication of Detailed Public Statement in the newspapers	Wednesday, April 18, 2018
Last date of filing draft letter of offer with SEBI	Wednesday, April 25, 2018
Last date for public announcement for competing offer(s)	Thursday, May 11, 2018
Last date for receipts of comments from on draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	Friday, May 18, 2018
Identified Date*	Tuesday, May 22, 2018
Date by which Letter of Offer to be dispatched to Public Equity Shareholders	Tuesday, May 29, 2018
Last date for upward revision of the Offer price and/or the offer size	Thursday, May 31, 2018
Last date by which the committee of the Independent directors of the Target Company shall give its recommendation	Friday, June 01, 2018
Advertisement of schedule of activities for Open offer, status of statutory and other approvals in newspaper and sending to SEBI, Stock Exchanges and Target Company at its registered office.	Monday, June 04, 2018
Date of commencement of Tendering Period (Offer Opening Date)	Tuesday, June 05, 2018
Date of Expiry of Tendering Period (Offer Closing Date)	Monday, June 18, 2018
Last date for completion of all requirements including payment of consideration	Monday, July 02, 2018
Issue of post offer advertisement	Monday, July 09, 2018
Last date for filing of final report with SEBI	Monday, July 09, 2018

*The Identified Date is only for the purpose of determining the Public Equity Shareholders as on such date to whom the letter of offer (Letter of Offer) would be mailed. It is clarified that all the Public Equity Shareholders of the Target Company (registered or unregistered, except the Acquirers and promoter group shareholders of the Target Company) are eligible to participate in this Offer at any time prior to the closure of this Offer.

VIII. PROCEDURE FOR TENDERING THE EQUITY SHARES (INCLUDING IN CASE OF NON RECEIPT OF LETTER OF OFFER)

- A. All Public Shareholders (except the acquirers and the sellers), whether holding Equity Shares in dematerialized form or physical form, registered or unregistered, are eligible to participate in this Offer at any time during the tendering period of this offer.
- B. A Letter of Offer specifying the detailed terms and conditions of this Offer along with the Form of Acceptance-cum-Acknowledgement ("Form of Acceptance") will be mailed to all the Public Shareholders whose names appear in the register of members of the Target Company at the close of business hours on the Identified Date, i.e. May 22, 2018.
- C. Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.
- D. The Offer will be implemented by the Acquirers through Stock Exchange Mechanism made available by BSE Limited (BSE) in the form of separate window (Acquisition Window) as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI as amended by SEBI circular CFD/DR2/CIR/PP/2016/131 dated December 9, 2016 and BSE notice no. 20170202-34 dated February 02, 2017 and notice no. 20170210-16 and 20170210-23 dated February 10, 2017.
- E. BSE shall be the Designated Stock Exchange for the purpose of tendering Equity Shares in the Offer.
- F. The Acquirers have appointed Keynote Capitals Limited ("Buying Broker") as its broker for the Offer through whom the purchases and settlement of Offer shall be made during the tendering period. The contact details of the Buying Broker are as mentioned below:

Keynote Capitals Limited
Address: The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (W), Mumbai - 400 028
Contact Person: Mr. Alpesh Mehta; Email: alpesh@keynoteindia.net; Tel.: +91-22-30266000

- G. All Public Shareholders who desire to tender their Equity Shares under the Offer would have to approach their respective stock brokers ("Selling Broker"), during the normal trading hours of the secondary market during tendering period.
- H. Separate acquisition window will be provided by the stock exchange to facilitate placing of sell orders.
- I. The selling brokers can enter orders for investors having shares in demat and physical form.
- J. The Selling Broker would be required to place an order/bid on behalf of the Public Shareholders who wish to tender their Equity Shares in the Open Offer using the acquisition window of the BSE. Before placing the bid, the concerned Public Shareholder/Selling Broker would be required to transfer the tendered Equity Shares to the special account of Clearing Corporation of India Limited ("Clearing Corporation"), by using the settlement number and the procedure prescribed by the Clearing Corporation.
- K. The cumulative quantity tendered shall be displayed on the exchange website throughout the trading session at specific intervals by the stock exchange during tendering period.
- IX. The detailed procedure for tendering the shares in the Offer will be available in the Letter of Offer, which shall be available on SEBI's website (www.sebi.gov.in)

X. OTHER INFORMATION

- The Acquirers accept full responsibility for the information contained in the PA and this DPS and also for the obligations of the Acquirer laid down in SEBI (SAST) Regulations and subsequent amendments made thereto.
- The Acquirers have appointed Keynote Corporate Services Limited as the Manager to the Offer in terms of regulation 12 of the SEBI (SAST) Regulations, 2011.
- The Acquirers have appointed Cameo Corporate Services Limited, as Registrar to the Offer, having its address at Subramanian Building, No. 1, Club House Road, Chennai - 600 002, Tel No.: 91-44-2846 0390, Fax No.: 91-44-2846 0129. E-mail: cameo@cameoindia.com, Contact Person - R D RAMASAMY, Website: www.cameoindia.com, SEBI Registration No.: INR000003753.
- This PA and the DPS would also be available on SEBI's Website at (www.sebi.gov.in).

Manager to the offer

KEYNOTE
Keynote Corporate Services Limited
The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
Tel: +91-22-30266000-3; Fax: +91-22-3026 6088; E-mail: mbd@keynoteindia.net
Contact Person: Mrs. Pooja Sanghi; Website: www.keynoteindia.net
SEBI Registration No.: INM 000003606; CIN: L67120MH1993PLC072407

For and on behalf of Acquirers

Sd/- Sd/- Sd/- Sd/-
Anil Jain Dimple Jain Ugam Devi Jain Anil Jain
Date: Chennai
Place: April 17, 2018

OPEN OFFER ("OFFER") FOR ACQUISITION OF 11,67,374 EQUITY SHARES OF FACE VALUE ₹ 10/- EACH REPRESENTING 26.00% OF THE TOTAL FULLY PAID-UP EQUITY SHARE CAPITAL ("VOTING SHARE CAPITAL") OF YKM INDUSTRIES LIMITED ("TARGET COMPANY" / "YKM"/"THE COMPANY") AT AN OFFER PRICE OF ₹ 13/- EACH TO THE PUBLIC SHAREHOLDERS OF THE COMPANY BY MR. ANIL JAIN ("ACQUIRER 1"); MRS. DIMPLE JAIN ("ACQUIRER 2"); MRS. UGAM DEVI JAIN ("ACQUIRER 3") AND SHERISHA TECHNOLOGIES PRIVATE LIMITED ("ACQUIRER 4") (COLLECTIVELY REFERRED TO AS THE "ACQUIRERS")

This Detailed Public Statement ("DPS") is being issued by Keynote Corporate Services Limited, the Manager to the Offer ("Manager"), for and on behalf of Acquirers, in compliance with Regulation 13(4), 14(3) and 15(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations"/"Takeover Regulations"). The Public Announcement ("PA") of open offer was filed with BSE Limited ("BSE") and with Securities and Exchange Board of India ("SEBI") on April 11, 2018 and sent to the Target Company at its registered office through letter dated April 11, 2018 in terms of Regulation 3(1) and 4 of SEBI (SAST) Regulations.

I. ACQUIRERS, SELLERS, TARGET COMPANY AND OFFER

A. Details of the Acquirers:

A.1 Mr. Anil Jain ("Acquirer 1")

A.1.1 Mr. Anil Jain, son of Tarachand Jain, aged 41 years, is residing at 151, Habibullah Road, T. Nagar, Chennai - 600017. He is a Commerce Graduate and has 24 years of experience in Renewable energy and Refrigerant gas business sector.

A.1.2 As on date of DPS, Mr. Anil Jain does not hold any share in the Target Company. However, pursuant to Share Purchase Agreement dated April 11, 2018 ("SPA") he proposes to acquire 6,31,930 equity shares of Face Value ₹ 10/- each representing 14.07% of the fully paid-up Equity Share Capital of the Target Company at ₹ 10/- per Equity share.

A.1.3 The net worth of Mr. Anil Jain is ₹ 64.81 crores as on December 31, 2017 as certified vide certificate dated March 07, 2018 issued by Mr. Vinod R (Membership No.: 214143) having his office situated at 26/45, Aspiran Garden, 1st Street, Kilapaik Garden, Chennai - 600010; Mob. No.: +91 9841727642; Email id: cbevin@gmail.com.

A.1.4 Mr. Anil Jain is a director in Laundry Project India Private Limited, Ilove Diamonds Private Limited, Reflex Energy Limited, Sun Telematics Private Limited, Jain International Trade Organization, Reflex Industries Limited, Best and Crompton Pumps Private Limited, Jito Incubation and Innovation Foundation, AI Incubation Forum and Sherisha Technologies Private Limited ("Acquirer 4"). He is also a promoter in Reflex Industries Limited and Reflex Energy Limited.

A.2 Mrs. Dimple Jain ("Acquirer 2")

A.2.1 Mrs. Dimple Jain, wife of Mr. Anil Jain, aged 38 years, is residing at 151, Habibullah Road, T. Nagar, Chennai - 600017. She is a Commerce Graduate and has 10 years of experience in Stainless Steel Sector and in running Art Galleries.

A.2.2 As on date of DPS, Mrs. Dimple Jain does not hold any share in the Target Company. However, pursuant to Share Purchase Agreement dated April 11, 2018 ("SPA") she proposes to acquire 2,24,495 equity shares of Face Value ₹ 10/- each representing 5.00% of the fully paid-up Equity Share Capital of the Target Company at ₹ 10/- per Equity share.

A.2.3 The net worth of Mrs. Dimple Jain is ₹ 11.22 Crores as on December 31, 2017 as certified vide certificate dated March 07, 2018 issued by Mr. Vinod R (Membership No.: 214143) having his office situated at 26/45, Aspiran Garden, 1st Street, Kilapaik Garden, Chennai - 600010; Mob. No.: 9841727642; Email id: cbevin@gmail.com.

A.2.4 Mrs. Dimple Jain is a director in Pavitra Mall Management Company Private Limited, Reflex Wind Power Private Limited, Reflex Solar Power Private Limited, Reflex Hydro Power Private Limited, Vitza Solar Energy Limited, Sourashakthi Energy Private Limited, Athense Energy Private Limited, Nisa Renew Energy Private Limited, Flautant Solar Energy Private Limited, Sherisha Agro Private Limited, Pavagada Farms Private Limited, Pavagada Processing Industries Private Limited, Sherisha Farms Private Limited, STPL Horticulture Private Limited, Sherisha Agriculture Private Limited and Sherisha Technologies Private Limited ("Acquirer 4")

A.3 Mrs. Ugam Devi Jain ("Acquirer 3")

A.3.1 Mrs. Ugam Devi Jain, wife of Mr. Tarachand Jain, aged 61 years, is residing at 151, Habibullah Road, T. Nagar, Chennai - 600017.

A.3.2 She is a partner at Bombay Metals.

A.3.3 As on date of DPS, Mrs. Ugam Devi Jain does not hold any share in the Target Company. However, pursuant to Share Purchase Agreement dated April 11, 2018 ("SPA") she proposes to acquire 2,24,495 equity shares of Face Value ₹ 10/- each representing 5.00% of the fully paid-up Equity Share Capital of the Target Company at ₹ 10/- per Equity share.

A.3.4 The net worth of Mrs. Ugam Devi Jain is ₹ 5.30 Crores as on December 31, 2017 as certified vide certificate dated March 07, 2018 issued by Mr. Vinod R (Membership No.: 214143) having his office situated at 26/45, Aspiran Garden, 1st Street, Kilapaik Garden, Chennai - 600010; Mob. No.: 9841727642; Email id: cbevin@gmail.com.

A.4 Sherisha Technologies Private Limited (STPL) ("Acquirer 4")

A.4.1 STPL was originally incorporated as Ranka & Sanghavi Housing Private Limited on October 1, 2002 under the Companies Act, 1956 with the Registrar of Companies, Tamil Nadu. The Company later changed its name to Sherisha Technologies Private Limited and obtained a fresh Certificate of Incorporation on 17th July, 2003. The CIN number of STPL is U74110TN2002PTCO49676.

A.4.2 STPL is presently engaged in trading of all kinds of solar accessories and solar equipments and Consultancy and advisory services on transmission line of electricity. STPL also imports, exports, manufactures and assemblies air-conditioners (Ac's) and its spare parts and equipments.

A.4.3 The registered office of STPL is situated at 1/171, old Mahabalipuram road, Thiurupur-603110, Kanchipuram District.

A.4.4 STPL has been promoted by Mr. Anil Jain (Acquirer 1) and Mr. Tarachand Jain.

A.4.5 The equity shares of STPL are not listed on any stock exchange.

A.4.6 As on date of DPS neither STPL nor its directors and key employees have any interest in the Target Company. However, pursuant to Share Purchase Agreement dated April 11, 2018 ("SPA") STPL proposes to acquire 17,95,960 equity shares of Face Value ₹ 10/- each representing 40.00% of the fully paid-up Equity Share Capital of the Target Company at ₹ 10/- per Equity Share.

A.4.7 The financial information of STPL based on the audited financial statements for the Financial Year (FY) ended March 31, 2017, March 31, 2016 and March 31, 2015 and financial statement subjected to limited review of Statutory Auditor, for the eight month period ended November 30, 2017 are as follows

Particulars	₹ (in Lakhs except EPS)			
	Eight Months Period Ended on November 30, 2017	Financial Year Ended on March 31, 2017	Financial Year Ended on March 31, 2016	Financial Year Ended on March 31, 2015
Total Revenue (including other income)	2615.45	2682.63	890.77	1118.46
Profit After Tax	76.62	53.98	14.45	15.64
Equity Capital	29.97	29.97	29.97	29.97
Reserves & Surplus	584.14	507.52	453.53	439.08
Earnings Per Share ("EPS") in ₹	25.56	18.01	4.82	5.22
Net worth/Shareholder's Fund	614.11	537.49	483.51	469.05

A.4.8 Network of Sherisha Technologies Private Limited is ₹ 6.14 Crores as on November 30, 2017 as certified vide certificate dated March 13, 2018 issued by S.M.Manish Bhurath Chartered Accountant (Membership No.: 228297) having his office situated at 97/C, Melpadai Muthu Naicken Street, Nangambakkam, Chennai - 600 034; Mob. No.: +91 98415 50109, Email id: manish_1687@yahoo.com.

A.5 Other Details of the Acquirers

A.5.1 Acquirer 1 (Mr. Anil Jain) is the son of Acquirer 3 (Mrs. Ugam Devi Jain) and Acquirer 1 (Mr. Anil Jain) is the husband of Acquirer 2 (Mrs. Dimple Jain).

A.5.2 The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended (the "SEBI Act") or under any other regulations made under the SEBI Act.

A.5.3 The Acquirers are not part of any group.

A.5.4 There are no persons Acting in Concert with the Acquirers in relation to the Offer within the meaning of 2(1)(q)(1) of the SEBI (SAST) Regulations.

B. Details of Sellers

The following are details of the 'sellers'.

Sr. No.	Name of the Seller	Nature of Entitlement	Listed/Unlisted	Address	Shareholding/ Voting Rights in the Target Company prior to the transaction	
					No. of equity shares (Sale Shares)	% of fully paid up equity share capital
1	Y Meera Reddy	Individual	N.A	4, Jayalakshimpuram, 1st Street, Nungambakkam, Chennai-600 034, Tamil Nadu	24,16,460	53.82
2	YMR Prasanna	Individual	N.A	4, Jayalakshimpuram, 1st Street, Nungambakkam, Chennai-600 034, Tamil Nadu	3,31,610	7.38
3	A. H.Kishore	Individual	N.A	D.NO 24-7-76, 3rd Street, Central Avenue, Magunta Layout, Nellore-524 003, Andhra Pradesh.	1,28,810	2.87
Total					28,76,880	64.07

B.2. All the sellers mentioned above have confirmed that they have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.

B.3. All the sellers mentioned above form part of Promoter and Promoter Group of the Target Company.

C. Details of the Target Company

C.1 YKM INDUSTRIES LIMITED ("YKM" or "Target Company") was incorporated on August 4, 1994 as "Scanet Acqua Exports Limited" at Tamil Nadu as a public limited Company under the Companies Act, 1956. The name of the Company was changed from "Scanet Acqua Exports Limited" to "Scanet Exports Limited" and further to "Verticle 7.Com Limited". The name of the company was again changed from "Verticle 7.Com Limited" to "Scanet Exports Limited" and subsequently to "YKM Industries Limited" and fresh certificate of incorporation consequent to change of name was obtained on September 11, 2007 from Registrar of Companies, Tamil Nadu, Chennai.

C.2 The registered office of YKM is situated at 4, Jayalakshimpuram, First Street, Nungambakkam, Chennai, Tamil Nadu, 600034.

C.3 The Company was carrying on the business of Aqua Culture, including exporting of various types of fishes. The Company has proposed to diversify & carry on the business of development of infrastructure projects. Since Financial Year 2009-10, the Company has not carried on any business.

C.4 The Authorized Share Capital of the Target Company is ₹ 7,00,00,000 comprising of 70,00,000 Equity shares of ₹ 10 each. The issued and subscribed Equity Share Capital of the Target Company is ₹ 4,74,49,500 comprising of 47,44,950 Equity shares of ₹ 10 each. The fully paid-up Equity Share Capital of the Target Company is ₹ 4,48,99,000 comprising of 44,89,900 Equity shares of ₹ 10 each fully paid-up. The difference is due to the forfeiture of shares.

C.5 The equity shares of YKM are listed on BSE (SCRP CODE: 531260). The ISIN of the Target Company is INE332F01018 (Source: www.bseindia.com). The equity shares of the YKM are in P group/index and are further categorized into G18 (Graded Surveillance Measures) Stage 0.

C.6 The equity shares of YKM are infrequently traded on BSE within the meaning of explanation provided in regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011.

C.7 The financial information of YKM based on the audited financial statements for the financial years (FY) ended March 31, 2017, March 31, 2016 and March 31, 2015 and financial statement subjected to limited review of Statutory Auditor, for the nine months period ended December 31, 2017 are as follows:

Particulars	₹ in Lakhs			
	Nine Months Period Ended on December 31, 2017 (Limited Review)	Financial Year Ended on March 31, 2017	Financial Year Ended on March 31, 2016	Financial Year Ended on March 31, 2015
Total Revenue (including other income)	-	-	-	-
Profit After Tax	(5.09)	(4.92)	(4.16)	(2.86)
Equity Capital	474.50	474.50	474.50	474.50
Reserves and Surplus	(20.35)	(15.25)	(10.34)	(6.17)
Earnings Per Share ("EPS") in ₹	(0.11)	(0.11)	(0.09)	(0.06)
Networth / Shareholders Funds	454.15*	459.24	464.16	468.32

*As per the provisional balance sheet provided by statutory auditor

C.8 The Board of Directors of the Target Company consists of Sri. Yerabagha Meera Reddy, Smt. Y. M. R. Prasanna, Sri. N. G. Anbumani and Sri. D. Loganathan.